

Monsanto

Monsanto Chemical Company
800 N. Lindbergh Boulevard
St. Louis, Missouri 63167
Phone: (314) 694-1000

September 11, 1986

Mr. Scott A. McGovney
Nalco Chemical Co.
Nalco Center
Naperville, IL 60566-1024

Dear Mr. McGovney:

Monsanto Company, with general offices at 800 North Lindbergh Boulevard, St. Louis, Missouri 63167 ("Monsanto"), and Rhone-Poulenc, Inc., with general offices at Monmouth Junction, New Jersey 08852 ("Rhone-Poulenc"), have signed an agreement in principle relating to the sale by Monsanto to Rhone-Poulenc of Monsanto's vanillin business which includes its Seattle, Washington, Plant.

The closing of this sale is expected to become effective on or about October 1, 1986. As part of this sale, Monsanto intends to assign and transfer to Rhone-Poulenc, effective as of the closing of said sale, all of its right, title and interest in and to that part of the contract between Monsanto and you (the "Contract") which relates only to Water Treatment Chemicals purchased by Monsanto for the Seattle, Washington, Plant, as described below:

Purchase Contract for Water Treatment Chemicals, dated May 1, 1985.

Monsanto requests that you consent to the partial assignment of the Contract to Rhone-Poulenc under the following terms and conditions:

1. The partial assignment of the Contract and your consent thereto will become effective only if Monsanto consummates the sale of the vanillin business to Rhone-Poulenc and, in such event, such partial assignment and your consent shall become effective upon the closing of said sale.
2. In the event of such partial assignment, Rhone-Poulenc agrees to observe, keep and perform all of Monsanto's covenants and obligations under the Contract accruing on and after the closing of said sale with respect to purchases of Water Treatment Chemicals for the Seattle Plant.

VAULT COPY
FROM E. B. B.
of the Secretary

V 018561

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NAME
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For purposes of coordinating the placement of orders under the Contract and for delivery on or after the closing, your contact at Rhone-Poulenc is as follows:

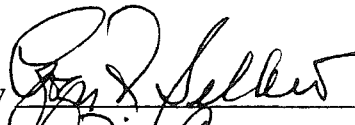
You will be notified promptly when the closing of the referenced sale takes place and the Contract is partially assigned to Rhone-Poulenc.

With the exception of the partial assignment of the Contract to Rhone-Poulenc with respect to purchases of Water Treatment Chemicals for the Seattle Plant, the Contract shall remain in full force and effect with Monsanto.

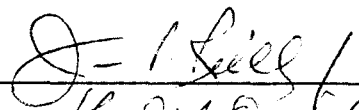
Please indicate your consent by signing and returning two copies of this letter to Monsanto at the above address by no later than September 24, 1986. Thank you for your cooperation in this matter.

Very truly yours,

MONSANTO COMPANY

By 
Title Dir. Commercial

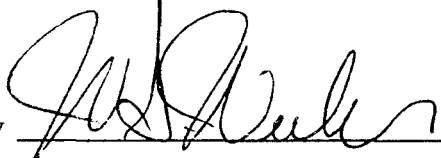
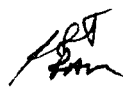
RHONE-POULENC, INC.

By 
Title V.P. + D.M. Engineering

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Nalco Chemical Co. here consents to the partial assignment of the Contract by Monsanto to Rhone-Poulenc with respect to purchase of Water Treatment Chemicals for the Seattle Plant, conditioned upon and effective as of the closing of the sale by Monsanto of its vanillin business to Rhone Poulenc.

NALCO CHEMICAL CO.

By  
Title _____
Date _____

RER:jmt

PARTAS1